

HELM

FINANCIAL CORPORATION

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February 27, 2004

RECORDATION NO. 22232-1 FILED

MAR 8 '04 1-04 PM

SURFACE TRANSPORTATION BOARD

MAR 8 2004
RECEIVED

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Full Termination of Master Lease Agreement dated as of February 13, 2004 by Helm Financial Corporation ("**Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Lone Star Industries, Inc.
3905 Vincennes Road, Suite 400
Indianapolis, IN 46268

Equipment: 11 Covered Hopper Railcars
HATX 3001-3007, 3009-3012

Please record this Full Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. 22232 filed on July 1, 1999 at 3:45 PM. The filing fee of \$30.00 is included in our enclosed check.

Summary: Full Termination of Master Lease Agreement dated as of February 13, 2004 by Helm Financial Corporation for 11 covered hopper railcars, HATX 3001-3007, 3009-3012, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22232.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

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FULL TERMINATION OF MASTER LEASE AGREEMENT

THIS FULL TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of February 13, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**"). SURFACE TRANSPORTATION BOARD

1. **Recitals.** Lessor, as successor in interest to Helm-Atlantic Associates Limited Partnership, entered into the Master Lease Agreement dated as of March 25, 1998 ("**Master Lease**") and Schedule No. 1 thereto dated as of March 25, 1998 ("**Schedule 1**") with **Lone Star Industries, Inc.**, a Delaware corporation, with respect to the eleven (11) railcars described in Schedule A attached hereto. The Master Lease and Schedule 1 are on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation Nos. **22232** and **22232-A**, respectively, filed on July 1, 1999 at 3:45 PM.

The Master Lease and Schedule 1 were terminated on August 2, 2003. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Master Lease and Schedule 1 are hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Partial Termination of Master Lease Agreement to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

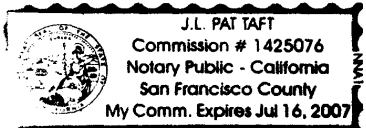
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 24th, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-
____ proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

Witness my hand and official seal.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

**To the Full Termination of Master Lease Agreement
dated as of February 13, 2004**

Equipment Description: Eleven (11), 100-ton, 2,696 c.f.c., two-compartment covered hopper railcars with twin 13"x24" outlet gates and eight 30" round hatches. Distance between gate centers is 12'-6-1/4"; extreme height is 14'-11-1/2". Built by Pullman-Standard in 1964.

Unit Mark and Numbers:

HATX 3001-3007, 3009-3012